

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

JAN BRANDIN, in the right of and for the benefit of UnitedHealth Group, Inc.,

Plaintiff,

V.

WILLIAM C. MCGUIRE, STEPHEN J. HEMSLEY, WILLIAM C. BALLARD, JR., RICHARD T. BURKE, JAMES A. JOHNSON, THOMAS H. KEAN, DOUGLAS W. LEATHERDALE, MARY O. MUNDINGER, ROBERT L. RYAN, WILLIAM G. SPEARS, GAIL R. WILENSKY, TRAVERS H. WILLS, DAVID P. KOPPE, THOMAS P. MCDONOUGH, JAMES G. CARLSON, JEANNINE M. RIVET, R. CHANNING WHEELER, DAVID J. LUBBEN, ARNOLD H. KAPLAN, and ROBERT J. SHEEHY,

Defendants,

and

UNITEDHEALTH GROUP, INC.,

Nominal Defendant.

(Captions continued on subsequent pages)

**AMENDED MOTION OF THE PENSION FUND GROUP FOR APPOINTMENT AS
LEAD PLAINTIFFS, APPROVAL OF THEIR SELECTION OF LEAD COUNSEL, AND
CONSOLIDATION OF RELATED ACTIONS**

RAYMOND CLARK, RETIREMENT BOARD
OF ALLEGHENY COUNTY, and SEIU
PENSION PLANS MASTER TRUST,
Derivatively on Behalf of Nominal Defendant
UNITEDHEALTH GROUP, INC.,

Plaintiffs,

VS.

WILLIAM C. BALLARD, JR., RICHARD T. BURKE, JAMES G. CARLSON, STEPHEN J. HEMSLEY, JAMES A. JOHNSON, THOMAS H. KEAN, DAVID P. KOPPE, DOUGLAS W. LEATHERDALE, DAVID J. LUBBEN, WILLIAM W. MCGUIRE, MARY O. MUNDINGER, JEANNINE M. RIVET, ROBERT L. RYAN, DONNA E. SHALALA, ROBERT J. SHEEHY, WILLIAM G. SPEARS, R. CHANNING WHEELER, DAVID S. WICHMANN, TRAVERS H. WILLS, AND GAIL R. WILENSKY,

Defendants.

-and-

UNITEDHEALTH GROUP, INC.,

Nominal Defendant.

(Captions continued on subsequent pages)

PIRELLI ARMSTRONG TIRE
CORPORATION RETIREE MEDICAL
BENEFITS TRUST, Derivatively on
Behalf of UNITEDHEALTH GROUP
INC.,

Plaintiff,

VS.

WILLIAM W. MCGUIRE, STEPHEN J. HEMSLEY, WILLIAM C. BALLARD, JR., RICHARD T. BURKE, JAMES A. JOHNSON, THOMAS H. KEAN, DOUGLAS W. LEATHERDALE, MARY O. MUNDINGER, ROBERT L. RYAN, WILLIAM G. SPEARS, and GAIL R. WILENSKY,

Defendants,

-and-

UNITEDHEALTH GROUP, INC.,
a Minnesota corporation.

Nominal Defendant.

(Captions continued on subsequent page)

ST. PAUL TEACHERS' RETIREMENT
FUND ASSOCIATION, PUBLIC
EMPLOYEES' RETIREMENT SYSTEM OF
MISSISSIPPI, JACKSONVILLE POLICE &
FIRE PENSION FUND, LOUISIANA
MUNICIPAL POLICE EMPLOYEES'
RETIREMENT SYSTEM and LOUISIANA
SHERIFFS' PENSION & RELIEF FUND,
Derivatively on Behalf of Nominal Defendant
UNITEDHEALTH GROUP, INC.,

Plaintiffs,

VS.

WILLIAM W. MCGUIRE, STEPHEN J.
HEMSLEY, DAVID J. LUBBEN, R.
CHANNING WHEELER, JEANNINE M.
RIVET, DAVID P. KOPPE, JAMES G.
CARLSON, ROBERT J. SHEEHY, WILLIAM
C. BALLARD, JR., RICHARD T. BURKE,
JAMES A. JOHNSON, THOMAS H. KEAN,
DOUGLAS W. LEATHERDALE, MARY O.
MUNDINGER, ROBERT L. RYAN,
WILLIAM G. SPEARS and GAIL R.
WILENSKY,

Defendants,

- and -

UNITEDHEALTH GROUP INC., a Minnesota Corporation,

Nominal Defendant.

(Captions continued on subsequent page)

**PUBLIC EMPLOYEES' RETIREMENT
SYSTEM OF OHIO, and STATE TEACHERS'
RETIREMENT SYSTEM OF OHIO on behalf
of themselves and all others similarly situated,
and derivatively on behalf of
UNITEDHEALTH GROUP, INC.,**

Plaintiffs,

V.

WILLIAM W. MCGUIRE, STEPHEN J.
HEMSLEY, WILLIAM C. BALLARD, JR.,
RICHARD T. BURKE, JAMES A. JOHNSON,
THOMAS H. KEAN, DOUGLAS W.
LEATHERDALE, WALTER F. MONDALE,
MARY O. MUNDINGER, ROBERT L.
RYAN, WILLIAM G. SPEARS, GAIL R.
WILENSKY, and DONNA E. SHALALA,

Defendants,

V.

UNITEDHEALTH GROUP, INC.,

Nominal Defendant.

Plaintiffs Public Employees' Retirement System of Ohio, State Teachers' Retirement System of Ohio, St. Paul Teachers' Retirement Fund Association, Public Employees' Retirement System of Mississippi, Jacksonville Police & Fire Pension Fund, Louisiana Municipal Police Employees' Retirement System, Louisiana Sheriffs' Pension & Relief Fund, and Fire & Police Pension Association of Colorado (collectively, the "Pension Fund Group") respectfully move this Court for entry of an Order consolidating the above-captioned actions, appointing the Pension Fund Group as Lead Plaintiffs in the above-captioned actions, and approving their choice of Bernstein Litowitz Berger & Grossmann LLP and Grant & Eisenhofer P.A. as Co-Lead Counsel and Rice, Michels & Walther LLP as Local Counsel.

The Pension Fund Group intends to demonstrate that it is the most adequate plaintiff to fairly and adequately represent the interests of the shareholders of UnitedHealth Group, Inc. (the "Corporation") similarly situated in enforcing the right of the Corporation under Rule 23.1 of the Federal Rules of Civil Procedure.

This Motion is based upon the accompanying Amended Memorandum of Law in support thereof, the pleadings and other files herein, and such other written or oral argument as may be permitted by the Court.

For the foregoing reasons, the Pension Fund Group respectfully requests that the Court (i) consolidate the above-captioned actions and any subsequently filed or transferred related actions; (ii) appoint the Pension Fund Group as Lead Plaintiff; (iii) approve the Pension Fund Group's selection of Co-Lead and Local Counsel; and (iv) grant such other and further relief as the Court may deem just and proper.

Dated: May 25, 2006

Respectfully submitted,

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